



***LITTLE LEAGUE ALBERTA DISTRICT #1 FOUNDATION***  
***SOCIETY BY-LAWS***

Last Amended: March 5<sup>th</sup>, 2019

**BY-LAWS**  
**OF**  
**LITTLE LEAGUE ALBERTA DISTRICT #1 FOUNDATION**

**BY-LAW 1 – NAME AND AFFILIATION**

- a) The District shall be entitled and registered as Little League Alberta District #1 Foundation, hereinafter called the District.
- b) As an unalterable provision of these by-laws, the District shall be affiliated with Little League Canada and shall abide by all rules and regulations of the parent body.

**BY-LAW 2 – MEMBERSHIP**

The following shall be entitled to become members of the District:

- a) All chartered Little Leagues in the District that are in good standing with Little League Baseball Canada, who shall be represented by their President or his/her alternative.
- b) The Directors of the District.
- c) Individuals, Organization, Businesses, or corporations who may be admitted solely at the discretion of the Executive Committee and by reason that they are deemed to make a special contribution to the District.
- d) Any member of (a) in good standing who register at the Annual Meeting of Little League Alberta District #1
- e) Associate Members, without voting privileges, are all players and their parents in the boundaries of our member leagues. They have no additional rights or privileges granted.

All members of the District in good standing shall be entitled to attend the District's Annual General Meeting and receive any information that is pertinent throughout the year.

**BY-LAW 3 – WITHDRAWAL, SUSPENSION AND EXPULSION OF MEMBERS**

- a) A member may withdraw from membership at any time on written notice to the Secretary.
- b) If any member shall willfully violate, or fail to comply with, the By-Laws of the District, decisions of the Executive committee, or the Board of Directors, or be guilty of nay conduct which is deemed detrimental to the welfare of the District, or be in arrears for fees and assessments with the District, or Little League Canada for any years, such member shall be liable to automatic suspension by a two-thirds vote of the Executive Committee, which suspension will be effective until an appeal is made to the Divisional Directors of Little League Canada for the Division this District belongs to, and /or to the Board of Directors of Little League Canada.

#### **BY-LAW 4 – MEETINGS**

- a) The Annual Meeting of the District shall be held at the call of the District Administrator between October 1 and March 31 of each year.
- b) Annual General, General, and Board of Directors meetings of the District shall see the Directors each have one vote. The District Administrator shall not be entitled to vote except in the case of a tie, in which case the District Administrator will cast the deciding vote.
- c) At all meetings of the District or its Committees voting shall be by show of hands, unless otherwise agreed upon by the Meeting.
- d) A quorum for all meetings shall consist of a minimum of 6 of the members or delegates entitled to vote at such meetings.
- e) Notice of meetings shall be given in writing at least 7 days in advance of the meeting and sent electronically or mailed to all members entitled to attend.
- f) Special meetings of the District may be called by three members of the Board of Directors requesting such a meeting. Fifteen days written notice must be given to all members. Such written notice must include a statement indicating the purpose of such meeting.

#### **BY-LAW 5 – EXECUTIVE AND DIRECTORS**

- a) The Directors of the District shall consist of the District Administrator, Assistant District Administrator(s), League Presidents of District Little Leagues or designated delegates, District Secretary, District Treasurer, District Umpire Coordinator, District Coaching Coordinator and District Big League Advisor.
- b) The election of the District Administrator shall be held in accordance with the rules and regulations as set out by Little League Baseball Canada.
- c) The District Administrator shall, after consultation with the Leagues within the District, appoint his/her Assistant District Administrators to a maximum of 6 and the District Big League Advisor.
- d) The League President shall be elected in accordance with the rules and regulations of their individual leagues, within the rules of Little League Baseball Canada. The League Presidents shall have the option to be a Director of the District or appoint, in writing, a delegate who must be a member of the League.
- e) The following officers shall be elected at the Annual General Meeting for one-year terms” Secretary, Treasurer, Umpire Coordinator, and Coaching Coordinator. All other positions shall be announced at the Annual General Meeting each year.
- f) The Executive Committee of the District shall consist of the Leagues Presidents or delegates, and the District Administrator.

#### **BY-LAW 6 – POWERS AND DUTIES OF OFFICERS**

- a) The District Administrator shall preside at all meetings of the District, excluding special committee meeting for which the District Administrator shall appoint a chairman.

- b) The District Administrator may call a meeting of the Executive committee or board of Directors at any time and must do so on the request of three (3) members of the Executive Committee or Board of Directors.
- c) The Assistant District Administrators shall perform duties of specified by the District Administrator. The Assistant District Administrator appointed by the District Administrator to be acting District Administrator in the absence of the District Administrator shall in such case have all the powers and perform all duties of the District Administrator.
- d) The Secretary shall keep the records of the District and of the Board of Directors and Executive Committee meetings, shall conduct all correspondence, issue notices of meetings of the District board, Board of Directors and Executive Committee and keep a record of all teams, participants and volunteers as supplied by the Leagues of the district.
- e) The Treasurer shall keep the books of financial records of the District and of all monies received and disbursed, shall report annually to the District and quarterly (December, March, June, and September) to the Executive committee and board of Directors.
- f) The Treasurer, the District Administrator, one Assistant District Administrator and the Secretary shall be the signing officers of all financial transactions carried on in the name of the District and shall be the sole signing officers under the seal of the District. Two of the three persons must sign all cheques, bank drafts, and borrowing documents. One officer may sign any internal drafts and deposit slips.
- g) Little League Alberta District #1 signing authorities shall have the power to sign notes on behalf of the District subject to the approval of the Board of Directors.
- h) The Board of Directors of the District shall be empowered to sponsor, organize, and conduct projects for the purpose of raising funds for the promotion and development of minor baseball and softball.

#### **BY-LAW 7 – DUTIES AND POWERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE**

- a) The day-to-day affairs of the District shall be conducted by the District Administrator in consultation with the members of the Executive Committee and/or by sub-committee in consultation with the District Administrator.
- b) The Board of Directors, acting by majority vote, shall have the power to fill any District elected position which may become vacant on the Board of Directors.
- c) The Board of Directors shall have the power to impose and enforce penalties for violation of the By-Laws of the District.
- d) The Executive Committee may, by a four-fifths vote, forthwith remove from office any member of the board of Directors for neglect of duty or for conduct tending to impair such member's usefulness.
- e) The Board of Directors shall supervise the collection and authorize the expenditures of funds of the District by way of an annual budget, provided always that funds coming into the district shall be allocated in accordance with the purpose so intended; interpret, define and explain all provisions of the By-Laws of the District, and adjudicate and disputes that may arise between meetings.

## **BY-LAW 8 -FINANCE AND OTHER MANAGEMENT MATTERS**

### *Auditing*

- a) The books, accounts, and records of the District shall be audited once a year by a duly qualified Chartered Accountant or such person or persons as the Board of Directors shall from time to time determine.
- b) A complete and proper statement of the standing of the books for the year shall be submitted by such person at the Annual Meeting of the District.
- c) September 30<sup>th</sup> in each year is the end of the fiscal year of the District
- d) The books and records of the District may be inspected by any member of the District at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same.
- e) Each member of the Board of Directors shall always have access to such books and records subject to setting a mutually acceptable time with the Treasurer of the District.

### *Protection and Indemnity of Directors and Officers*

- a) Each member of the Board of Directors holds office with protection from the Society. The Society indemnifies each member of the Board of Directors against all costs or charges that results from any act done in his role for the Society. The society does not protect any member of the Board of Directors for acts of fraud, dishonesty, or bad faith.
- b) No member of the Board of Directors is liable for the acts of any other member of the board of Directors.
- c) No member of the Board of Directors is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Society.
- d) No member of the Board of Directors is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty, or bad faith.

**BY-LAW 9 – USE AND CUSTODY OF SEAL** The District’s Seal shall be used to bind the District to any and all agreements entered by the District. Those officers authorized to sign under the seal shall maintain custody and control of the District’s Seal. Such seal shall be kept in the custody of the Secretary.

## **BY-LAW 10 -BORROWING POWERS**

If necessary, monies may be borrowed and used as in hereafter provided but not otherwise:

- a) For the purpose of meeting the operating expenses of the District, or the expense of operating the various tournaments sanctioned by the District, when in the opinion of the Board of Directors other resources of the District are insufficient or cannot be made readily available for such purposes.
- b) For any other purpose of the District on the recommendation of the Board of Directors and with the approval of the District given by at least three-fourths vote at an Annual or Special General Meeting.

#### **BY-LAW 11 - BY-LAWS**

By-Laws may be rescinded, altered, or added to by a "Special Resolution" passed by a majority of such members entitled to vote as are present at the Annual Meeting or a Special General Meeting of the District of which thirty (30) days written notice to all members specifying the intention to propose a "Special Resolution" has been duly given.

#### **BY-LAW 12 – MINUTES OF MEETINGS**

The minutes of the meetings of the District, Executive Committee, and Board of Directors shall be taken and prepared by the Secretary or other person as designated by the Executive Committee and copies of the minutes of all meetings of the District shall be sent electronically or mailed as expeditiously as possible after all meetings to the necessary members of the District. The Chairman of any sub-committee shall prepare a report and/or motion forward to the next Board of Directors meeting.

#### **BY-LAW 13 – REMUNERATION**

Unless authorized at any meeting of the board of Directors and after notice of same has been given, no officer or member of the District shall receive any remuneration for his/her service.

#### **BY-LAW 14 - DELEGATE EXPENSES**

Reasonable transportation, subsistence, and hotel expenses of the members of the District incurred in attending approved events of the District, or in conducting all affairs of the District, shall be paid by the District when funds are available and as approved by the Treasurer or District Administrator.

#### **BY-LAW 15 – DUES AND FEES**

There shall be no dues or fees payable by members or leagues, except such, if any, as shall from time to time be fixed by three-fourths vote of the Board of Directors.

#### **BY-LAW 16 – ADDRESS OF THE DISTRICT**

The address of the District will be that of the District Administrator of the District.

#### **BY-LAW 17 – DISSOLUTION**

Upon dissolution of Little League Alberta District #1 Foundation and after the payment of all debts and liabilities, its remaining property shall be distributed and disposed of to one or more registered charities in the Province of Alberta.